As filed with the Securities and Exchange Commission on January 20, 1999 Registration No. 333-58839

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## SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

THE COOPER COMPANIES, INC. (Exact name of registrant as specified in its charter)

DELAWARE6140 Stoneridge Mall Road94-2657368(State or other<br/>jurisdiction ofSuite 590(I.R.S. Employerincorporation or<br/>organization)Pleasanton, California 94588Identification

Registrant's telephone number including area code: (925) 460-3600

THE COOPER COMPANIES, INC. 1998 LONG TERM INCENTIVE PLAN (FULL TITLE OF THE PLAN)

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CAROL R. KAUFMAN VICE PRESIDENT OF LEGAL AFFAIRS, SECRETARY AND CHIEF ADMINISTRATIVE OFFICER

THE COOPER COMPANIES, INC. 6140 STONERIDGE MALL ROAD, SUITE 590 PLEASANTON, CA 94588 (925) 460-3600 (Name, address and telephone number, including area code, of agent for service)

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (No. 333-58839) amends and restates Part II, Item 8 hereof as follows:

- ITEM 8. EXHIBITS
- 4.1\* Restated Certificate of Incorporation, as amended, incorporated by reference to Exhibit 4(a) to the Registrant's Registration Statement on Form S-3 (No. 33-17330).
- 4.2\* Certificate of Amendment of Restated Certificate of Incorporation dated September 21, 1995, incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 1995.
- 4.3\* Certificate of Designations of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc., incorporated by reference to Exhibit 4.0 to the Registrant's Current Report on Form 8-K dated October 29, 1997.
- 4.4\* Amended and Restated By-Laws of the Registrant, incorporated by reference to Exhibit 3.2 to the Registrant's Report on Form 8-A dated January 18, 1994.
- 4.5\* Rights Agreement, dated as of October 29, 1997, between the Registrant and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.0 to the Registrant's Current Report on Form 8-K dated October 29, 1997.
- 4.6\* The Cooper Companies, Inc. 1998 Long Term Incentive Plan, incorporated by reference to the Registrant's Proxy Statement on Form 14A filed on February 18, 1998.
- 4.7 Amendment No. 1 to The Cooper Companies, Inc. 1998 Long Term Incentive Plan dated as of April 2, 1998.
- 5.1\* Opinion of Latham & Watkins.
- 23.1 Consent of Independent Certified Public Accountants.
- 23.2\* Consent of Latham & Watkins (included in Exhibit 5.1).
- 24.1\* Power of Attorney.

\* Previously filed.

### SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, California, on the 20th day of January, 1999.

THE COOPER COMPANIES, INC.

By: /s/ Carol R. Kaufman Carol R. Kaufman Vice President of Legal Affairs and Chief Administrative Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY OR ON BEHALF OF THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON THE 20TH DAY OF JANUARY, 1999.

A. THOMAS BENDER*	President, Chief Executive Officer and Director
(A. Thomas Bender)	(Principal Executive Officer)
ROBERT S. WEISS*	Executive Vice President, Treasurer, Chief Financial Officer and Director (Principal Financial Officer)
(Robert S. Weiss)	
STEPHEN C. WHITEFORD*	Vice President and Corporate Controller (Principal Accounting Officer)
(Stephen C. Whiteford)	
ALLAN E. RUBENSTEIN*	Chairman of the Board of Directors
(Allan E. Rubenstein)	
- (Michael H. Kalkstein)	Director
DONALD PRESS*	Director
(Donald Press)	
MOSES MARX*	Director
(Moses Marx)	
STEVEN ROSENBERG*	Director
(Steven Rosenberg)	
STANLEY ZINBERG*	
(Stanley Zinberg)	Director
*By: /s/ Carol R. Kaufman	

#### THE COOPER COMPANIES, INC.

#### EXHIBIT INDEX

#### Description of Exhibit

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Previously filed.

#### AMENDMENT NO. 1 TO THE 1998 LONG TERM INCENTIVE PLAN OF THE COOPER COMPANIES, INC.

WHEREAS, The Cooper Companies, Inc. (the "Company") has adopted The 1998 Long Term Incentive Plan of The Cooper Companies, Inc. (the "Plan"); and

WHEREAS, Section 12 of the Plan permits the Board of Directors of the Company to amend the Plan, subject to certain limitations; and

WHEREAS, the Board of Directors of the Company desires to amend the Plan in certain respects;

NOW, THEREFORE, the Plan is hereby amended as follows:

FIRST: The Second Paragraph of Section 12 of the Plan is hereby amended by inserting the following sentence at the end of the paragraph: "Except for adjustments permitted under Section 3 of the Plan, there will be no repricing of "underwater" stock options (stock options whose exercise price is greater than market price) without first obtaining stockholder approval."

SECOND: The provisions of this Second Paragraph shall be effective as of April 2, 1998.

THIRD: Except to the extent herein above set forth, the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the Board of Directors of the Company has caused this Amendment No. 1 to the Plan to be executed by a duly authorized officer of the Company as of April 2, 1998.

THE COOPER COMPANIES, INC.

By: /s/ Carol R. Kaufman Carol R. Kaufman

Title: Vice President of Legal Affairs

# CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Board of Directors The Cooper Companies, Inc.:

We consent to the use of our reports incorporated herein by reference.

KPMG LLP

San Francisco, California January 20, 1999